

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MASSACHUSETTS

FILED
CLERK'S OFFICE

MAR 29 AM 10:50

JEFF SWANSON, On Behalf
Of Nominal Defendant, Wave Systems, Corp.

Plaintiff,

v.

STEVEN SPRAGUE et al.,

Defendants.

CIVIL ACTION NO.
04-CV-30038-MAP

FILING FEE PAID:

RECEIPT # 305556

AMOUNT \$ 50.00

BY DPTY CLK MLL

DATE 3/29/04

**PLAINTIFF'S MOTION FOR
ADMISSION PRO HAC VICE – ASSENTED TO**

Pursuant to Rule 83.5.3 (b) of the Local Rules of the United States District Court for the District of Massachusetts, the undersigned, a member in good standing of the Bar of the Commonwealth of Massachusetts and the United States District Court for the District of Massachusetts, hereby moves to grant permission for William B. Federman, Esq. of the law firm of Federman & Sherwood, 120 N. Robinson Avenue, Suite 2720, Oklahoma City, Oklahoma 73102, to appear *pro hac vice* on behalf of the plaintiff Jeff Swanson in this matter, and to permit him to participate in all matters, including any oral proceedings and trial in this action, which arise during the representation of plaintiff. As grounds for its motion, plaintiff states that:

1. Plaintiff has filed this shareholder derivative case seeking damages and injunctive relief, alleging that the defendants breached their fiduciary duties owed to the nominal defendant, Wave Systems, Corp.

2. Attorney Federman is highly experienced in shareholder derivative actions and therefore will provide significant assistance in the prosecution of this action.

3. Attorney Federman is a member in good standing of the bar of the State of Oklahoma and in every court in which he is admitted (see Affidavit of William B. Federman, Esq., attached hereto as Exhibit A).

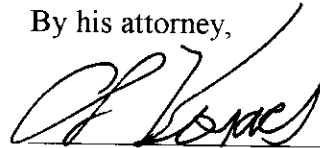
4. The State of Oklahoma grants like privileges to members of the bar, in good standing, of the Commonwealth of Massachusetts.

5. A proposed Order is attached as Exhibit B.

WHEREFORE, plaintiff, Jeff Swanson requests that this Court admit William B. Federman Esq. *pro hac vice*, pursuant to Local Rule 83.5.3(b).

Respectfully Submitted,
Jeff Swanson
Plaintiff,

By his attorney,

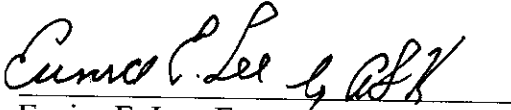


Alan L. Kovacs (BBO #278240)
Law Office of Alan L. Kovacs
2001 Beacon Street, Suite 106
Boston, Massachusetts 02135
(617)964-1177

Dated: March 26, 2004

ASSENTED TO:

On behalf of Defendants
Steven Sprague et al.



Eunice E. Lee, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
(617) 951-8926

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the ¹¹26 day of March, 2004, a true copy of the foregoing Motion of Plaintiff for Admission Pro Hac Vice, was served by mail, postage prepaid on all defense counsel of record.

A handwritten signature in black ink, appearing to read "J. Jones", is written over a horizontal line.

Exhibit 7?

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

JEFF SWANSON,

Plaintiff,

v.

STEVEN SPRAGUE, ET AL,

Defendants.

Civil Action No.
04-CV-30038 -MAP

AFFIDAVIT OF WILLIAM B. FEDERMAN

STATE OF OKLAHOMA

CITY OF OKLAHOMA CITY

The undersigned, William B. Federman, after being duly sworn, states under oath:

1. That I am a member of the bars of the State of Oklahoma and am in good standing in every jurisdiction where I have been admitted to practice;
2. That there are no disciplinary proceedings pending against me as a member of the bar in any jurisdiction;
3. That I am familiar with the Local Rules of the United States District Court for the District of Massachusetts;
4. That my application for leave to practice in this Court is on Motion of a member of the bar of this Court who has also filed an appearance;
5. That the State of Oklahoma grants like privileges to members of the bar, in good standing, of the Commonwealth of Massachusetts.

SWORN TO AND SUBSCRIBED BEFORE ME on this 18th day of March, 2004.

Nancy Beatty
Notary Public,

MY COMMISSION EXPIRES:

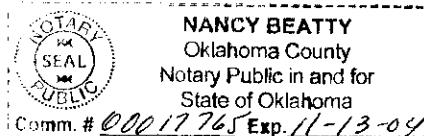


Exhibit B

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

JEFF SWANSON, On Behalf)
Of Nominal Defendant, Wave Systems, Corp.)

Plaintiff,)

v.)

STEVEN SPRAGUE et al.,)

Defendants.)

CIVIL ACTION NO.
04-CV-30038-MAP

**ORDER REGARDING
PLAINTIFF'S MOTION FOR ADMISSION
PRO HAC VICE**

THIS MATTER having come before the Court on the motion of plaintiffs, pursuant to Rule 83.5.3 (b) of the Local Rules of the United States District Court for the District of Massachusetts, for admission of Attorney William B. Federman, Esq, of the law firm Federman and Sherwood and after consideration of the moving papers there being no opposition thereto,

IT IS this ____ day of March, 2004

ORDERED that William B. Federman is permitted to participate in this matter *pro hac vice* on behalf of plaintiff Jeff Swanson.

By the Court:

(Ponsor, J.)

Dated: